

RECORDATION NO. 19488-J FILED

AUG 17 '04

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

August 17, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: NYC - L195Y

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 19488.

The names and addresses of the parties to the enclosed document are:

Sublessor/ Assignor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee:	NYC Newco, Inc. 500 Water Street Jacksonville, FL 32202
Guarantor:	CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202
[Assignee:	Lagrange Locomotive Lease Co., Ltd.]

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

10 locomotives CSXT 8737 – CSXT 8747 (except 8742) (formerly within the series CR 5614 – CR 5635).


A short summary of the document to appear in the index follows:

Memorandum of Sublease and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-L195Y, by

CONSOLIDATED RAIL CORPORATION ("Conrail")  
1000 Howard Boulevard, Fourth Floor  
Mt. Laurel, New Jersey 08054

NYC NEWCO, INC. (the "Company")  
500 Water Street  
Jacksonville, Florida 32202

and

CSX TRANSPORTATION, INC. (the "Railroad")  
500 Water Street  
Jacksonville, Florida 32202.

Conrail is leasing certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "Senior Lease" with the party named in Schedule A hereto as the "Senior Lessor," which agreement was recorded with the Surface Transportation Board and assigned the recordation number shown on said Schedule A.

The Senior Lessor has assigned the Senior Lease to the party named as "Security Trustee" in Schedule A hereto pursuant to the agreement identified as the "Security Agreement" in said Schedule A, which agreement was recorded with the Surface Transportation Board and assigned the recordation number shown on said Schedule A.

The parties hereto hereby wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule B hereto:

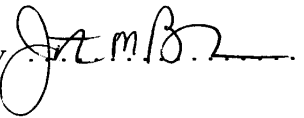
1. The Sublease of Railroad Equipment NYC-L195Y between Conrail, sublessor, and the Company, sublessee.
2. The assumption of the obligations of the Company as sublessee under the above-named sublease by the Railroad, pursuant to the Assumption Agreement NYC-L195Y by the Railroad in favor of Conrail.
3. The assignment by Conrail, assignor, of the sublease named in item 1 to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease NYC-L195Y by Conrail in favor of the Senior Lessor.

4. The reassignment by the Senior Lessor, assignor, of the sublease named in item 1 to the Security Trustee, assignee, as additional security for the Senior Lessor's obligations under the Security Agreement pursuant to the Reassignment of Sublease NYC-L195Y by the Senior Lessor in favor of the Security Trustee.

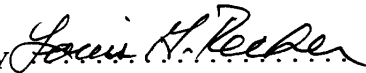
5. The assignment by the Railroad, assignor, of its subleasehold interest under sublease named in item 1 to Norfolk Southern Railway Company, assignee, pursuant to the Cross-Assignment of Lease and Agreement among such parties and Conrail, as security for the Railroad's obligations for reimbursement thereunder.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized:

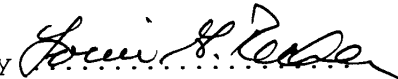
CONSOLIDATED RAIL CORPORATION

by  .....

NYC NEWCO, INC

by  .....

CSX TRANSPORTATION, INC.

by  .....

STATE OF NEW YORK  
COUNTY OF NEW YORK

)  
) SS.:  
)

On this 12<sup>th</sup> day of August, 2004, before me personally appeared Jonathan M. Boden, to me personally known, who, by me being duly sworn, says that he is VP & Gen. Counsel of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

MAURICE I. MICHAANE  
NOTARY PUBLIC, State of New York  
No. 01MI6101194  
Qualified in New York County  
Commission Expires Nov. 10, 2007

.....  
Notary Public

My commission expires

STATE OF NEW YORK  
COUNTY OF NEW YORK

)  
) SS.:  
)

On this 12<sup>th</sup> day of August, 2004, before me personally appeared Louis G. Recher, to me personally known, who, by me being duly sworn, says that he is Authorized Signatory of NYC NEWCO, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....  
Notary Public

My commission expires

STATE OF NEW YORK  
COUNTY OF NEW YORK

)  
) SS.:  
)

ANNA D'AMICO  
NOTARY PUBLIC, State of New York  
No. 01DA6097883  
Qualified in New York County  
Commission Expires Sept. 2, 2007

On this 12<sup>th</sup> day of August, 2004, before me personally appeared Louis G. Recher, to me personally known, who, by me being duly sworn, says that he is Authorized Signatory of CSX TRANSPORTATION, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....  
Notary Public

My commission expires

ANNA D'AMICO  
NOTARY PUBLIC, State of New York  
No. 01DA6097883  
Qualified in New York County  
Commission Expires Sept. 2, 2007

SCHEDULE A  
SENIOR TRANSACTION L195Y

**Senior Lease:**

Lease Agreement (Conrail 1995A-Y) dated as of June 27, 1995, between Consolidated Rail Corporation and Lagrange Locomotive Lease Co., Ltd., as amended.

Recorded with the Surface Transportation Board on June 27, 1995, and assigned recordation number 19488.

**Senior Lessor:**

Lagrange Locomotive Lease Co., Ltd.

**Security Agreement:**

Trust Indenture and Security Agreement (Conrail 1995A-Y) dated as of June 27, 1995, among Lagrange Locomotive Lease Co., Ltd., Consolidated Rail Corporation, and Wilmington Trust Company, as amended.

Recorded with the Surface Transportation Board on June 27, 1995, and assigned recordation number 19488.

**Security Trustee:**

Wilmington Trust Company, not in its individual capacity but solely as trustee under the security agreement specified above.

***Schedule "B" Equipment***

**Lease L195A**

**LaGrange  
SD60I Locomotives**

<b>Count</b>	<b>Original</b>		<b>Current</b>	
	<b>Initial</b>	<b>Unit Number</b>	<b>Initial</b>	<b>Unit Number</b>
<b>1</b>	CR	5614	CSXT	8737
<b>2</b>	CR	5615	CSXT	8738
<b>3</b>	CR	5616	CSXT	8739
<b>4</b>	CR	5619	CSXT	8740
<b>5</b>	CR	5627	CSXT	8741
<b>6</b>	CR	5630	CSXT	8743
<b>7</b>	CR	5631	CSXT	8744
<b>8</b>	CR	5633	CSXT	8745
<b>9</b>	CR	5634	CSXT	8746
<b>10</b>	CR	5635	CSXT	8747